

WOODS CROSS REFINING COMPANY, L.L.C.
3225 East Lincoln Road
Spokane, Washington

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DEPARTMENT OF ECOLOGY
EASTERN REGIONAL OFFICE

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June 18, 2004

DEPT. OF ECOLOGY
FISCAL & BUDGET

VIA FEDERAL EXPRESS

Washington State Department of Ecology
300 Desmond Drive
Lacey, Washington 98503

Re: Restrictive Covenant – North Market Street Site (the “**Covenant**”) burdening the property more fully described on Exhibit A hereto (the “**Property**”)

To Whom It May Concern:

Pursuant to the terms of the Covenant, this letter shall serve as written notice that Woods Cross Refining Company, L.L.C., a Delaware limited liability company, will convey its interest in the Property to HEP Woods Cross, L.L.C., a Delaware limited liability company, on or about July 7, 2004.

If you have questions, please contact John Rapp at 505-748-8946.

Sincerely,

**WOODS CROSS REFINING COMPANY,
L.L.C.,** a Delaware limited liability company

By: James Townsend

Name: James G. Townsend

Title: Vice President, Holey Corporation

USEPA SF



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EXHIBIT A

Certain real property situated in Spokane County, State of Washington and more particularly described as follows:

PARCELS "A," "B," "C" and "E"

That portion of the South Half of the Southwest Quarter of Section 22, Township 26 North, Range 43 East of the Willamette Meridian, Easterly of a line parallel to and 56 feet distant Northeasterly from the center line of the most Easterly main track of the Great Northern Railway Company, as the same existed on September 16, 1938, and Westerly of the West line of the Morgan Road Extension No. 1688;

EXCEPT the South 30 feet thereof for Lincoln Road;

AND EXCEPT the following described parcel;

COMMENCING at the Southeast corner of said Southwest Quarter;

Thence North 30 feet;

Thence West parallel to the South line of said Southwest Quarter, a distance of 50 feet to the True Point of Beginning of this exception;

Thence North parallel with the East line of said Southwest Quarter, a distance of 170 feet;

Thence Southwesterly to a point 30 feet North of and 100 feet West of the Southeast corner of said Southwest Quarter;

Thence East parallel with and 30 feet North of the South line of said Southwest Quarter, a distance of 50 feet to the True Point of Beginning;

PARCEL "D"

That portion of the South 30 feet of the Northwest Quarter of the Southwest Quarter of Section 22, Township 26 North, Range 43 East of the Willamette Meridian, lying Easterly of a line parallel to and 56 feet distant Northeasterly from the center line of the most Easterly main track of the Great Northern Railway Company, as the same existed on September 16, 1938;

AND that portion of the Northeast Quarter of the Southwest Quarter of Section 22, lying South and West of Morgan Road Extension No. 1688, South of Webster Road, sometimes referred to as Gerlach Road, and South of Fairview Road;

EXCEPT the following described tract;

COMMENCING at the Southwest corner of the Northeast Quarter of the Southwest Quarter of said Section 22;

Thence North along the West line of said subdivision, a distance of 30 feet to the True Point of Beginning of this exception;

Thence East parallel to the South line of said Northeast Quarter of the Southwest Quarter to a point which is 1275 feet West of and perpendicular to the East line of said Southwest Quarter;

Thence North perpendicular to the South line of said Northeast Quarter of the Southwest Quarter, a distance of 300 feet;

Thence East parallel to the South line of said Northeast Quarter of the Southwest Quarter, a distance of 300 feet;

Thence North $02^{\circ}46'$ West, a distance of 469 feet, more or less, to a point on the South line of Fairview Road, as the same existed on September 16, 1938;

Thence Southwesterly along said South line to an intersection with the West line of said Northeast Quarter of the Southwest Quarter;

Thence South along said West line to the Point of Beginning;

AND EXCEPT the following described tract;

COMMENCING at a point 30 feet North and 975 feet West, as measured along the South line of said Northeast Quarter of the Southwest Quarter, of the Southeast corner of said Northeast Quarter of the Southwest Quarter;

Thence West along a line parallel to and 30 feet North of the South line of said Northeast Quarter of the Southwest Quarter, a distance of 300 feet;

Thence at right angles North a distance of 300 feet;

Thence at right angles East, a distance of 300 feet;

Thence at right angles South, a distance of 300 feet to the Point of Beginning.